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Exhibit 2
Proposed Final Cash Management Order

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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] FINAL ORDER PURSUANT TO 11
U.S.C. §§ 105(a), 345(b), 363(b), AND 363(c), AND
FED. R. BANKR. P. 6003 AND 6004
(I) AUTHORIZING DEBTORS TO
(A) CONTINUE THEIR EXISTING CASH
MANAGEMENT SYSTEM, (B) HONOR
CERTAIN PREPETITION OBLIGATIONS
RELATED TO THE USE THEREOF,
(C) CONTINUE INTERCOMPANY
ARRANGEMENTS, (D) CONTINUE TO HONOR
OBLIGATIONS RELATED TO JOINT
INFRASTRUCTURE PROJECTS, AND
(E) MAINTAIN EXISTING BANK ACCOUNTS
AND BUSINESS FORMS; AND (II) WAIVING
THE REQUIREMENTS OF 11 U.S.C. § 345(b)**

1 Upon the Motion, dated January 29, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 105(a), 345(b), 363(b), and 363(c) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), requesting interim and final authority to (i) (a) continue operating their
7 existing cash management system (the “**Cash Management System**”), as described in the Motion,
8 including the continued maintenance of existing bank accounts at the Debtors’ banks (the “**Banks**”),
9 (b) honor certain prepetition obligations related to the Cash Management System, (c) continue certain
10 intercompany arrangements among the Debtors and certain non-Debtor affiliates and subsidiaries
11 (the “**Non-Debtor Affiliates and Subsidiaries**”), (d) continue to honor all obligations with respect to
12 certain Joint Infrastructure Projects, and (e) maintain existing business forms; and (ii) waive the
13 requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of the Bank
14 Accounts, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the
15 Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring*
16 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule
17 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District
18 of California; and consideration of the Motion and the requested relief being a core proceeding pursuant
19 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and
20 1409; and the Court having found and determined that notice of the Motion as provided to the parties
21 listed therein is reasonable and sufficient, and it appearing that no other or further notice need be
22 provided; and this Court having reviewed the Motion and the Wells Declaration (as amended on
23 February 2, 2019 [Docket No. 263]); and this Court having held hearings to consider the relief requested
24 in the Motion on an interim and final basis; and this Court having previously entered an order granting
25 interim relief with respect to the Motion [Docket No. 209]; and this Court having determined that the
26 legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it
27 appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates,

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¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on final basis, as provided herein.

2. The Debtors are authorized, but not directed, to continue to (a) maintain and manage their cash pursuant to the Cash Management System in the same manner as before the Petition Date, (b) collect and disburse cash in accordance with the Cash Management System, including Intercompany Transactions between and among the Debtors and other Non-Debtor Affiliates and Subsidiaries, (c) perform and honor all prepetition amounts owing under the PG&E Corp. CSA, the Non-Debtor CSAs, the Stan-Pac Operating Agreement, the Gill Ranch Operating Agreements, and the Joint Infrastructure Projects, in the ordinary course, and (d) make ordinary course changes to their Cash Management System, without further order of the Court.

3. All claims resulting from payments owed after the Petition Date by a Debtor to another Debtor shall be accorded administrative expense priority status in accordance with section 503(b) of the Bankruptcy Code.

4. Each of the Banks is authorized, but not directed, to continue to honor transfers of funds in the Bank Accounts, including any ordinary course transfers of funds relating to currency conversions between US dollars and Canadian dollars.

5. Notwithstanding anything in this Order to the contrary, no transfers or disbursements shall be made out of retiree benefits trust accounts of the Debtors held at Wells Fargo absent further approval of the Court.

6. The Debtors shall maintain accurate records of all transfers within the Cash Management System and among the Debtors and Non-Debtor Affiliates and Subsidiaries so that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors before the Petition Date.

7. The Debtors shall provide Milbank LLP, as counsel to the Official Committee of Unsecured Creditors (the "UCC"), and Baker & Hostetler LLP, as counsel to the Official Committee of Tort Claimants (the "**Tort Claimants Committee**" and together with the UCC, the "**Committees**")

1 with monthly reporting of all intercompany transactions in a form and manner to be agreed upon among
2 the Debtors and the Committees.

3 8. The Debtors shall provide the Committees with five (5) business days' advance notice
4 of any cash transfers from the Debtors (i) to any Non-Debtor Affiliates or Subsidiaries or (ii) on account
5 of any Joint Infrastructure Project involving a non-Debtor affiliate in an amount greater than or equal
6 to \$3,000,000.

7 9. The Committees reserve their rights to challenge or dispute the allocation of costs or
8 obligations among and between the Debtors and their Non-Debtor Affiliates and Subsidiaries.

9 10. The Debtors are further authorized to (i) designate, maintain, and continue to use any or
10 all of its existing Bank Accounts, including those listed on **Schedule 1** hereto, in the names and with
11 the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw
12 funds from, such accounts by all usual means, including, without limitation, checks, wire transfers,
13 ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank
14 Accounts, whether arising before or after the Petition Date, and (iv) treat their prepetition Bank
15 Accounts for all purposes as debtor in possession accounts.

16 11. The Debtors are authorized to open new bank accounts; *provided that*, all accounts
17 opened by the Debtors on or after the Petition Date at any bank shall, for purposes of this Final Order,
18 be deemed a Bank Account as if it had been listed on **Schedule 1** annexed hereto; *provided, further*,
19 that such opening shall be timely indicated on the Debtors' monthly operating reports and notice of
20 such opening shall be provided to the United States Trustee (the "UST").

21 12. All Banks with which the Debtors maintained Bank Accounts are authorized to debit the
22 Debtors' accounts in the ordinary course of business without the need for further order of this Court
23 for: (i) all checks or other items deposited in the Debtors' accounts with such Bank prior to the Petition
24 Date which have been dishonored or returned unpaid for any reason, together with any fees and costs
25 in connection therewith, to the same extent the Debtors were responsible for such items prior to the
26 Petition Date, and (ii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed
27 to any Bank as Bank Fees for the maintenance of or in connection with the Cash Management System,
28 which shall include all amounts owed by the Debtors to any Bank to repay or reimburse such Bank in

1 connection with ordinary course ACH transactions executed on behalf of or for the accounts of the
2 Debtors.

3 13. The Banks are authorized to charge, and the Debtors are authorized and directed to pay,
4 honor, or allow, both prepetition and postpetition fees, costs, charges, and expenses, including the Bank
5 Fees and charge back returned items to the Bank Accounts in the ordinary course.

6 14. The Debtors are authorized and directed to pay, honor, or allow, both prepetition and
7 postpetition Payment Processing Fees in the ordinary course.

8 15. The Banks shall not be liable to any party on account of: (i) following the Debtors'
9 representations, instructions, or presentations as to any order of the Court (without any duty of further
10 inquiry); (ii) the honoring of any prepetition checks, drafts, wires, or ACH transfers in a good faith
11 belief or upon a representation by the Debtors that the Court has authorized such prepetition check,
12 draft, wires, or ACH transfers; or (iii) an innocent mistake made despite implementation of reasonable
13 handling procedures.

14 16. Nothing contained herein shall prevent the Debtors from closing any Bank Account(s)
15 in the ordinary course and in accordance with their prepetition practices as they may deem necessary
16 and appropriate, any relevant Bank is authorized to honor the Debtors' requests to close such Bank
17 Accounts, and the Debtors shall give notice of the closure of any account to the United States Trustee.

18 17. The requirements of section 345(b) of the Bankruptcy Code and the UST Guidelines are
19 hereby waived; *provided that* all funds held in the Debtors' brokerage accounts at BNYM shall at all
20 times only be invested in United States Government money market funds; *provided further that* at any
21 given time during the pendency of the Chapter 11 Cases, the maximum aggregate cash balances of the
22 Debtors' depository accounts held at any individual bank listed on **Exhibit 1** that has not been approved
23 as an authorized depository by the UST shall not exceed \$5 million; *provided further that*, the waiver
24 contained in this paragraph 17 shall only be applicable to the Debtors' depository accounts held at
25 BNYM through and including March 26, 2019, at which time the Debtors shall either (i) satisfactorily
26 demonstrate to the UST BNYM's compliance with the UST Guidelines, thereby establishing a
27 permanent waiver, (ii) obtain, with the consent of the UST, an additional extension of the time to
28 comply with the UST Guidelines, or (iii) seek further relief from the Court with respect to a permanent

1 waiver.

2 18. The Debtors are authorized to use their existing Business Forms and not print “debtor in
3 possession” on any of their Business Forms, and any otherwise applicable requirement that the Debtors
4 print “debtor in possession” on any new checks ordered during the Chapter 11 Cases, or that the
5 Debtors change their system for electronic generation of checks and Business Forms to reflect their
6 status as debtors in possession, is hereby waived.

7 19. Nothing contained in this Final Order or in the Motion is intended to be or shall be
8 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the
9 Debtors’ or any appropriate party in interest’s rights to dispute any claim, or (c) an approval or
10 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy
11 Code. Likewise any payment made pursuant to this Final Order is not intended to be and shall not be
12 construed as an admission to the validity of any claim or a waiver of the Debtors’ rights to dispute such
13 claim subsequently.

14 20. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to
15 create, any rights in favor of or enhance the status of any claim held by, any party.

16 21. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Final Order shall be
17 immediately effective and enforceable upon its entry.

18 22. The Debtors are authorized to take all steps necessary or appropriate to carry out this
19 Final Order.

20 23. This Court shall retain jurisdiction to hear and determine all matters arising from or
21 related to the implementation, interpretation, or enforcement of this Final Order.

22 ** END OF ORDER **
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Schedule 1

List of Banks and Bank Accounts

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account	XXX8400
The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account - VPDI	XXX8400
Bank of America	Pacific Gas & Electric Company	Campground Collection	Campground Receipts	XXX2302
U.S. Bank	Pacific Gas & Electric Company	Campground Collection	Campground Receipts	XXX2311
Citibank N. A.	Pacific Gas & Electric Company	Collection - Non energy billing	Non-Energy Receipts	XXX0901
Citigroup Global Markets	Pacific Gas & Electric Company	CP Settlement	Brokerage Account	XXX6473
Bank of America	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX0817
Citibank N. A.	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX1958
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX5477
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX7822
Union Bank of California	Pacific Gas & Electric Company	Customer Depository	Concentration Account for Customer Receipts	XXX5581
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer Receipts and Disbursements	XXX3044
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer refunds	XXX3532
The Bank of New York Mellon	Pacific Gas & Electric Company	Disability Disbursement	Employee Benefits	XXX8544
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Gill Ranch	XXX4122
Royal Bank of Canada	Pacific Gas & Electric Company	Gas Purchase Disbursement	Canadian Currency Exchange	XXX0446

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
The Bank of New York Mellon	Pacific Gas & Electric Company	Land Draft Disbursement	Other Operating	XXX0143
Citibank N. A.	Pacific Gas & Electric Company	Outside Collection	Customer Receipts	XXX2316
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX7115
Bank of America	Pacific Gas & Electric Company	Utility Concentration	Concentration account BofA	XXX3212
Citibank N. A.	Pacific Gas & Electric Company	Utility Concentration	Securities Settlement Account (CP)	XXX2091
The Bank of New York Mellon	Pacific Gas & Electric Company	Utility Master Concentration	Concentration account at BNY Mellon (Utility)	XXX9994
The Bank of New York Mellon	Pacific Gas & Electric Company	Vendor Disbursement	Vendor and employee payments	XXX9978
The Bank of New York Mellon	PG&E Corporation	Brokerage	Brokerage Account	XXX8400
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7981
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7107
The Bank of New York Mellon	PG&E Corporation	Payroll Disbursement	Payroll	XXX9946
Union Bank of California	PG&E Corporation	Payroll Disbursement	Employee payments	XXX9557
The Bank of New York Mellon	PG&E Corporation	PG&E Concentration	Concentration account at BNY Mellon (Corp)	XXX9023
The Bank of New York Mellon	PG&E Corporation	Vendor Disbursement	Vendor and employee payments	XXX4558
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	PG&E Credit Assurance Account	XXX9990
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX1675
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8541

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5410
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5411
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5412
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5413
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5414
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5415
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5416
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8542
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8543
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8544
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8545
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8546

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8547
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8548
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8549
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4310
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4311
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4312
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5436
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5437
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5438
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5501
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5010
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5011

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5012
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5013
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5014
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5015
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5016
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5017
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5018
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5019
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5502
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5020
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5021
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5022

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5023
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5024
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5503
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5504
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5505
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5506
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5507
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5508
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5509
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX3871
Bank of America	Pacific Gas & Electric Company	Asbestos Disbursement	Other Operating	XXX2988
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4XL9
Deutsche Bank Trust	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX7110

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Company Americas				
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Payroll	XXX4017
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX6000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8100
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX3500
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9500
Citibank N. A.	PG&E Corporation	Commercial Paper Program	Securities Settlement Account (CP)	XXX9167
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0132
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0140
Fidelity Management Trust Company	PG&E Corporation	Disbursement	Trust Account	XXX4713
Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5300
Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5400

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Wells Fargo Bank N.A.	Pacific Gas & Electric Company	Disbursement	Trust Account	XXX9578
Bank of America	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Barclays Capital Inc.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX1362
BNP Paribas	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0652
Citigroup Global Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0473
Goldman, Sachs & Co	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0609
JP Morgan Chase Bank, N.A.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0698
Merrill Lynch	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Mitsubishi UFJ Securities USA, INC.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0189
Morgan Stanley / ISG Operations	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX4966
RBC Capital Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2226
Royal Bank of Scotland	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2141
Wells Fargo Securities, LLC	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX7221

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*Proposed Attorneys for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

~~☐ Affects PG&E Corporation~~
~~☐ Affects Pacific Gas and Electric Company~~
~~✗ Affects both Debtors~~
~~* All papers shall be filed in the Lead Bankruptcy~~
~~Case,~~
~~No. 19-30088 (DM)-Bankruptcy Case~~
~~No. 19-30088 (DM)~~
Chapter 11
(Lead Case)
(Jointly Administered) **INTERIM**

**[PROPOSED] FINAL ORDER PURSUANT TO
11 U.S.C. §§ 105(a), 345(b), 363(b), AND 363(c),
AND FED. R. BANKR. P. 6003 AND 6004
(I) AUTHORIZING DEBTORS TO
(A) CONTINUE THEIR EXISTING CASH
MANAGEMENT SYSTEM, (B) HONOR
CERTAIN PREPETITION OBLIGATIONS
RELATED TO THE USE THEREOF,
(C) CONTINUE INTERCOMPANY
ARRANGEMENTS, (D) CONTINUE TO**

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[□Affects PG&E Corporation](#)
[□Affects Pacific Gas and Electric Company](#)
[□Affects both Debtors](#)
** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

**HONOR OBLIGATIONS RELATED TO JOINT
INFRASTRUCTURE PROJECTS, AND
(E) MAINTAIN EXISTING BANK ACCOUNTS
AND BUSINESS FORMS; AND (II) WAIVING
THE REQUIREMENTS OF 11 U.S.C. § 345(b)**

INTERIM ORDER AUTHORIZING DEBTORS TO

1 Upon the Motion, dated January 29, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 105(a), 345(b), 363(b), and 363(c) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), requesting interim and final authority to (i) (a) continue operating their
7 existing cash management system (the “**Cash Management System**”), as described in the Motion,
8 including the continued maintenance of existing bank accounts at the Debtors’ banks (the “**Banks**”),
9 (b) honor certain prepetition obligations related to the Cash Management System, (c) continue certain
10 intercompany arrangements among the Debtors and certain non-Debtor affiliates and subsidiaries
11 (the “**Non-Debtor Affiliates and Subsidiaries**”), (d) continue to honor all obligations with respect to
12 certain Joint Infrastructure Projects, and (e) maintain existing business forms; and (ii) waive the
13 requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of the Bank
14 Accounts, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the
15 Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring*
16 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule
17 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District
18 of California; and consideration of the Motion and the requested relief being a core proceeding
19 pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§
20 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to
21 the parties listed therein is reasonable and sufficient ~~under the circumstances~~, and it appearing that no
22 other or further notice need be provided; and this Court having reviewed the Motion and the Wells
23 Declaration (as amended on February 2, 2019 [Docket No. 263]); and this Court having held a
24 hearings ~~on~~ to consider the relief requested in the Motion on an interim and final basis; and this Court
25 having previously entered an order granting interim relief with respect to the Motion [Docket No.
26
27

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 [209\]; and this Court](#) having determined that the legal and factual bases set forth in the Motion establish
2 just cause for the relief granted herein; and it appearing that the relief requested in the Motion is
3 ~~necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by~~
4 ~~Bankruptcy Rule 6003, and is~~ in the best interests of the Debtors, their estates, creditors, shareholders,
5 and all parties in interest; and upon all of the proceedings had before this Court and after due
6 deliberation and sufficient cause appearing therefor,

7 **IT IS HEREBY ORDERED THAT:**

8 1. The Motion is granted on ~~an interim~~[final](#) basis, as provided herein.
9 2. The Debtors are authorized, but not directed, to continue to (a) maintain and manage
10 their cash pursuant to the Cash Management System in the same manner as before the Petition Date,
11 (b) collect and disburse cash in accordance with the Cash Management System, including
12 Intercompany Transactions between and among the Debtors and other Non-Debtor Affiliates and
13 Subsidiaries, (c) perform and honor all prepetition amounts owing under the PG&E Corp. CSA, the
14 Non-Debtor CSAs, the Stan-Pac Operating Agreement, the Gill Ranch Operating Agreements, and the
15 Joint Infrastructure Projects, in the ordinary course, and (d) make ordinary course changes to their
16 Cash Management System, without further order of the Court.

17 [3. All claims resulting from payments owed after the Petition Date by a Debtor to another](#)
18 [Debtor shall be accorded administrative expense priority status in accordance with section 503\(b\) of](#)
19 [the Bankruptcy Code.](#)

20 [4. ~~3.~~ Each of the Banks is authorized, but not directed, to continue to honor transfers of](#)
21 [funds in the Bank Accounts, including any ordinary course transfers of funds relating to currency](#)
22 [conversions between US dollars and Canadian dollars.](#)

23 [5. Notwithstanding anything in this Order to the contrary, no transfers or disbursements](#)
24 [shall be made out of retiree benefits trust accounts of the Debtors held at Wells Fargo absent further](#)
25 [approval of the Court.](#)

26 [6. ~~4.~~ The Debtors shall maintain accurate records of all transfers within the Cash](#)
27 [Management System and among the Debtors and Non-Debtor Affiliates and Subsidiaries so that all](#)
28 [postpetition transfers and transactions shall be adequately and promptly documented in, and readily](#)

ascertainable from, their books and records, to the same extent maintained by the Debtors before the Petition Date.

7. The Debtors shall provide Milbank LLP, as counsel to the Official Committee of Unsecured Creditors (the "UCC"), and Baker & Hostetler LLP, as counsel to the Official Committee of Tort Claimants (the "Tort Claimants Committee" and together with the UCC, the "Committees") with monthly reporting of all intercompany transactions in a form and manner to be agreed upon among the Debtors and the Committees.

8. The Debtors shall provide the Committees with five (5) business days' advance notice of any cash transfers from the Debtors (i) to any Non-Debtor Affiliates or Subsidiaries or (ii) on account of any Joint Infrastructure Project involving a non-Debtor affiliate in an amount greater than or equal to \$3,000,000.

9. The Committees reserve their rights to challenge or dispute the allocation of costs or obligations among and between the Debtors and their Non-Debtor Affiliates and Subsidiaries.

10. ~~5.~~ The Debtors are further authorized to (i) designate, maintain, and continue to use any or all of its existing Bank Accounts, including those listed on **Schedule 1** hereto, in the names and with the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw funds from, such accounts by all usual means, including, without limitation, checks, wire transfers, ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank Accounts, whether arising before or after the Petition Date, and (iv) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts.

11. ~~6.~~ The Debtors are authorized to open new bank accounts; *provided that*, all accounts opened by the Debtors on or after the Petition Date at any bank shall, for purposes of this ~~Interim~~Final Order, be deemed a Bank Account as if it had been listed on **Schedule 1** annexed hereto; *provided, further*, that such opening shall be timely indicated on the Debtors' monthly operating reports and notice of such opening shall be provided to the United States Trustee (the "UST").

12. ~~7.~~ All Banks with which the Debtors maintained Bank Accounts are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court for: (i) all checks or other items deposited in the Debtors' accounts with such Bank prior to the

Petition Date which have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date, and (ii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as Bank Fees for the maintenance of or in connection with the Cash Management System, which shall include all amounts owed by the Debtors to any Bank to repay or reimburse such Bank in connection with ordinary course ACH transactions executed on behalf of or for the accounts of the Debtors.

13. ~~8.~~ The Banks are authorized to charge, and the Debtors are authorized and directed to pay, honor, or allow, both prepetition and postpetition fees, costs, charges, and expenses, including the Bank Fees and charge back returned items to the Bank Accounts in the ordinary course.

14. ~~9.~~ The Debtors are authorized and directed to pay, honor, or allow, both prepetition and postpetition Payment Processing Fees in the ordinary course.

15. ~~10.~~ The Banks shall not be liable to any party on account of: (i) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry); (ii) the honoring of any prepetition checks, drafts, wires, or ACH transfers in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wires, or ACH transfers; or (iii) an innocent mistake made despite implementation of reasonable handling procedures.

16. ~~11.~~ Nothing contained herein shall prevent the Debtors from closing any Bank Account(s) in the ordinary course and in accordance with their prepetition practices as they may deem necessary and appropriate, any relevant Bank is authorized to honor the Debtors' requests to close such Bank Accounts, and the Debtors shall give notice of the closure of any account to the United States Trustee.

17. ~~12.~~ The requirements of section 345(b) of the Bankruptcy Code and the UST Guidelines are hereby waived ~~through and including the date of the final hearing set forth in Paragraph 20 hereof;~~ provided that all funds held in the Debtors' brokerage accounts at BNYM shall at all times only be invested in United States Government money market funds; provided further that at any given time during the pendency of the Chapter 11 Cases, the maximum aggregate cash balances of the Debtors'

1 depository accounts held at any individual bank listed on **Exhibit 1** that has not been approved as an
2 authorized depository by the UST shall not exceed \$5 million; *provided further that*, the waiver
3 contained in this paragraph 17 shall only be applicable to the Debtors' depository accounts held at
4 BNYM through and including March 26, 2019, at which time the Debtors shall either (i) satisfactorily
5 demonstrate to the UST BNYM's compliance with the UST Guidelines, thereby establishing a
6 permanent waiver, (ii) obtain, with the consent of the UST, an additional extension of the time to
7 comply with the UST Guidelines, or (iii) seek further relief from the Court with respect to a permanent
8 waiver.

9 18. ~~13.~~ The Debtors are authorized to use their existing Business Forms and not print
10 "debtor in possession" on any of their Business Forms, and any otherwise applicable requirement that
11 the Debtors print "debtor in possession" on any new checks ordered during the Chapter 11 Cases, or
12 that the Debtors change their system for electronic generation of checks and Business Forms to reflect
13 their status as debtors in possession, is hereby waived.

14 ~~14. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to~~
15 ~~accelerate any payments not otherwise due prior to the Court's ultimate disposition of the Motion on a~~
16 ~~final basis.~~

17 19. ~~15.~~ Nothing contained in this ~~Interim~~Final Order or in the Motion is intended to be or
18 shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver
19 of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or
20 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy
21 Code. Likewise any payment made pursuant to this ~~Interim~~Final Order is not intended to be and shall
22 not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to
23 dispute such claim subsequently.

24 20. ~~16.~~ Notwithstanding entry of this ~~Interim~~Final Order, nothing herein shall create, nor is
25 intended to create, any rights in favor of or enhance the status of any claim held by, any party.

26 ~~17. The requirements for immediate entry of this Interim Order pursuant to Bankruptcy Rule~~
27 ~~6003(b) have been satisfied.~~

28 21. ~~18.~~ Notwithstanding the provisions of Bankruptcy Rule 6004(h), this ~~Interim~~Final Order

1 shall be immediately effective and enforceable upon its entry.

2 22. ~~19.~~ The Debtors are authorized to take all steps necessary or appropriate to carry out
3 this ~~Interim~~Final Order.

4 ~~20. A final hearing to consider the relief requested in the Motion shall be held on February 27,~~
5 ~~2019 at 9:30 a.m. (Prevailing Pacific Time) and any objections or responses to the Motion shall be filed~~
6 ~~and served so as to be actually received on or prior to February 20, 2019 at 4:00 p.m. (Prevailing~~
7 ~~Pacific Time).~~

8 23. ~~21.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or
9 related to the implementation, interpretation, or enforcement of this ~~Interim~~Final Order.

10 ** END OF ORDER **

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Schedule 1

List of Banks and Bank Accounts

	The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account XXX8400
	The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account - VPDI XXX8400
	Bank of America	Pacific Gas & Electric Company	Campground Collection	Campground Receipts XXX2302
	U.S. Bank	Pacific Gas & Electric Company	Campground Collection	Campground Receipts XXX2311
	Citibank N. A.	Pacific Gas & Electric Company	Collection - Non energy billing	Non-Energy Receipts XXX0901
	Citigroup Global Markets	Pacific Gas & Electric Company	CP Settlement	Brokerage Account XXX6473
	Bank of America	Pacific Gas & Electric Company	Customer Depository	Customer Receipts XXX0817
	Citibank N. A.	Pacific Gas & Electric Company	Customer Depository	Customer Receipts XXX1958
	The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts XXX5477
	The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts XXX7822
	Union Bank of California	Pacific Gas & Electric Company	Customer Depository	Concentration Account for Customer Receipts XXX5581
	The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer Receipts and Disbursements XXX3044
	The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer refunds XXX3532
	The Bank of New York Mellon	Pacific Gas & Electric Company	Disability Disbursement	Employee Benefits XXX8544
	The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Gill Ranch XXX4122
	Royal Bank of Canada	Pacific Gas & Electric Company	Gas Purchase Disbursement	Canadian Currency Exchange XXX0446
	The Bank of	Pacific Gas	Land Draft	Other Operating XXX0143

New York Mellon	& Electric Company	Disbursement		
Citibank N. A.	Pacific Gas & Electric Company	Outside Collection	Customer Receipts	XXX2316
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX7115
Bank of America	Pacific Gas & Electric Company	Utility Concentration	Concentration account BofA	XXX3212
Citibank N. A.	Pacific Gas & Electric Company	Utility Concentration	Securities Settlement Account (CP)	XXX2091
The Bank of New York Mellon	Pacific Gas & Electric Company	Utility Master Concentration	Concentration account at BNY Mellon (Utility)	XXX9994
The Bank of New York Mellon	Pacific Gas & Electric Company	Vendor Disbursement	Vendor and employee payments	XXX9978
The Bank of New York Mellon	PG&E Corporation	Brokerage	Brokerage Account	XXX8400
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7981
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7107
The Bank of New York Mellon	PG&E Corporation	Payroll Disbursement	Payroll	XXX9946
Union Bank of California	PG&E Corporation	Payroll Disbursement	Employee payments	XXX9557
The Bank of New York Mellon	PG&E Corporation	PG&E Concentration	Concentration account at BNY Mellon (Corp)	XXX9023
The Bank of New York Mellon	PG&E Corporation	Vendor Disbursement	Vendor and employee payments	XXX4558
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	PG&E Credit Assurance Account	XXX9990
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX1675
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8541

Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5410
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5411
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5412
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5413
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5414
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5415
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5416
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8542
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8543
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8544
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8545
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8546
Deutsche	Pacific Gas	Disbursement	Tax Exempt Bonds	XXX8547

Bank Trust Company Americas	& Electric Company			
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8548
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8549
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4310
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4311
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4312
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5436
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5437
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5438
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5501
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5010
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5011

Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5012
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5013
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5014
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5015
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5016
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5017
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5018
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5019
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5502
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5020
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5021
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5022
Deutsche	Pacific Gas	Disbursement	Tax Exempt Bonds	XXX5023

Bank Trust Company Americas	& Electric Company			
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5024
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5503
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5504
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5505
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5506
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5507
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5508
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5509
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX3871
Bank of America	Pacific Gas & Electric Company	Asbestos Disbursement	Other Operating	XXX2988
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4XL9
Deutsche	Pacific Gas	Disbursement	Tax Exempt Bonds	XXX7110

Bank Trust Company Americas	& Electric Company			
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Payroll	XXX4017
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX6000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8100
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX3500
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9500
Citibank N. A.	PG&E Corporation	Commercial Paper Program	Securities Settlement Account (CP)	XXX9167
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0132
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0140
Fidelity Management Trust Company	PG&E Corporation	Disbursement	Trust Account	XXX0137 4713

Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5300
Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5400
Wells Fargo Bank N.A.	Pacific Gas & Electric Company	Disbursement	Trust Account	XXX9578
Bank of America	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Barclays Capital Inc.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX1362
BNP Paribas	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0652
Citigroup Global Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0473
Goldman, Sachs & Co	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0609
JP Morgan Chase Bank, N.A.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0698
Merrill Lynch	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Mitsubishi UFJ Securities USA, INC.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0189
Morgan Stanley / ISG Operations	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX4966
RBC Capital Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2226
Royal Bank of Scotland	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2141
Wells Fargo Securities, LLC	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX7221